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13 **UNITED STATES BANKRUPTCY COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **SAN FRANCISCO DIVISION**

16 In re:
17 PG&E Corporation, Pacific Gas & Electric
18 Company,
19 Debtors.

Chapter 11
Case No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

- 20
21 ☐ Affects PG&E Corporation
22 ☒ Affects Pacific Gas and Electric Company
23 ☐ Affects both Debtors

**JOINDER OF CALPINE CORPORATION
AND ITS SUBSIDIARIES TO NEXTERA
ENERGY, INC.'S, MOTION FOR
LIMITED RELIEF FROM STAY TO
PARTICIPATE IN APPELLATE
PROCEEDINGS WITH RESPECT TO
FERC ORDERS**

24 * All papers shall be filed in the Lead Case,
25 No. 19-30088 (DM)

Date: 6/26/2019
Time: 9:30 a.m. PST
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: June 21, 2019
4:00 p.m. (PST)

1 Calpine Corporation on behalf of itself and its subsidiaries, including: Geysers Power
2 Company, LLC; Gilroy Energy Center, LLC; Los Esteros Critical Energy Facility, LLC; Russell City
3 Energy Company, LLC; Calpine King City Cogen, LLC; Calpine Energy Services L.P.; Calpine
4 Energy Solutions, LLC; and O.L.S. Energy Agnews, Inc. (collectively, “Calpine”), a party in interest
5 in the above-captioned cases, through their counsel Kirkland & Ellis LLP, hereby joins in NextEra
6 Energy, Inc., and NextEra Energy Partners, L.P.’s (collectively, “NextEra”), *Motion for Limited Relief*
7 *from Stay to Participate in Appellate Proceedings with Respect to FERC Orders* [Docket No. 2400]
8 (the “Motion”).¹ In support hereof (the “Joinder”), Calpine respectfully represents as follows:

9 **JOINDER**

10 By its Motion, NextEra seeks narrowly tailored relief solely to permit it to participate (to the
11 extent authorized by the applicable appellate court) in the Debtors’ anticipated appeal of the FERC
12 Orders. For the reasons discussed below and in the Motion, Calpine merits the same relief.

13 ***First***, Calpine agrees with NextEra and the Debtors that the factors enunciated in *In re Curtis*,
14 40 B.R. 795, 799-800 (Bankr. D. Utah 1984), “strongly support” lifting the stay, to the extent it applies,
15 to allow the Utility’s appeal of the FERC Orders to be filed and prosecuted to conclusion. *See* Motion
16 at 3; PG&E Stay Motion at 6.

17 ***Second***, it would be fundamentally unfair to permit the Debtors to move forward with their
18 appeals of the FERC Orders without also affording Calpine an opportunity to seek to participate in
19 such appeal. As this Court recognized in entering the *Order Granting Movants’ Motion to Intervene*
20 *in Adversary Proceeding* [Adv. Proc. Docket No. 85], Calpine has a substantial interest in the subject
21 matter of the FERC proceedings, including because subsidiaries of Calpine Corporation are counter-
22 parties to several wholesale power purchase agreements that are subject to the FERC’s jurisdiction. In
23 addition, Calpine has already participated in the FERC proceeding out of which the appellate
24 proceedings would arise, and no reason exists to deny Calpine the ability to defend the FERC Orders
25 while the Debtors can challenge them on appeal.

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28 ¹ Capitalized terms used herein but not otherwise defined shall have their meaning set forth in
the Motion.

1 Prior to the hearing on the Motion and PG&E Stay Motion, Calpine intends to work
2 cooperatively with the Debtors and NextEra to resolve this Joinder, the Motion, and the PG&E Stay
3 Motion.

4 CONCLUSION

5 For the reasons set forth herein, Calpine respectfully requests that the Court enter an order,
6 substantially in the form of the Exhibit A, (i) lifting the automatic stay to the extent necessary to permit
7 Calpine to (a) seek leave from the applicable Circuit Court of appeals to intervene in any appeal of the
8 FERC Orders (as defined below); (b) to the extent permitted by the applicable circuit court of appeals,
9 participate in and prosecute to conclusion any appeal of the FERC Orders; (c) seek or oppose any
10 request for rehearing, rehearing en banc, petition for writ of certiorari; (d) participate in the briefing
11 and argument relating to any and all the foregoing; and (e) participate in any proceedings on remand
12 of the FERC Orders; (ii) lifting the automatic stay to the extent necessary to generally allow all courts
13 and administrative agencies with jurisdiction over the appeal or remand to enter final orders relating
14 thereto; and (iii) granting such other and further relief as is just and proper.

15 NOTICE

16 Notice of this Joinder will be provided to (i) the Office of the U.S. Trustee for Region 17 (Attn:
17 Anthony R. Vara, Esq. and Timothy Laffredi, Esq.); (ii) counsel to the Debtors; (iii) counsel to the
18 Creditors Committee; (iv) counsel to the Tort Claimants Committee; (v) the Securities and Exchange
19 Commission; (vi) the Internal Revenue Service; (vii) the Office of the California Attorney General;
20 (viii) the California Public Utilities Commission; (ix) the Nuclear Regulatory Commission; (x) the
21 Federal Energy Regulatory Commission; (xi) the Office of the United States Attorney for the Northern
22 District of California; (xii) counsel for the agent under the Debtors' debtor-in-possession financing
23 facility; (xiii) counsel to the PPA Counterparties; and (xiv) those persons who have formally appeared
24 in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002.

25 Calpine respectfully submits that no further notice is required.

26 *[Remainder of page intentionally left blank]*
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1 No previous request for the relief sought herein has been made by Calpine to this or any other
2 court.

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4 DATED: June 5, 2019

KIRKLAND & ELLIS LLP

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7 By: /s/ Michael P. Esser

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EXHIBIT A

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8 **UNITED STATES BANKRUPTCY COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10 **SAN FRANCISCO DIVISION**

11 In re:

12 PG&E Corporation, Pacific Gas & Electric
13 Company,

14 Debtors.

15 ☐ Affects PG&E Corporation

16 ☐ Affects Pacific Gas and Electric Company

17 ☒ Affects both Debtors

18 ** All papers shall be filed in the Lead Case,
19 No. 19-30088 (DM)*
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Chapter 11

Case No. 19-30088 (DM)

Case No. 19-30089 (DM)

(Joint Administration Requested)

**ORDER GRANTING JOINDER OF
CALPINE CORPORATION AND ITS
SUBSIDIARIES TO NEXTERA ENERGY,
INC.'S, MOTION FOR LIMITED RELIEF
FROM STAY TO PARTICIPATE IN
APPELLATE PROCEEDINGS WITH
RESPECT TO FERC ORDERS**

1 The Court having considered the *Joinder Of Calpine Corporation And Its Subsidiaries To*
2 *Nextera Energy, Inc. and NextEra Energy Partner, L.P.'s, Motion For Limited Relief From Stay To*
3 *Participate In Appellate Proceedings With Respect To Ferc Orders* with Respect to FERC Orders
4 [Dkt. No. 2400], dated June 5, 2019, filed by Calpine Corporation and Its Subsidiaries (together,
5 "Calpine"), and this Court having held a hearing on the Motion, and good cause appearing therefor
6 pursuant to Bankruptcy Code section 362(d)(1).

7
8 **IT IS HEREBY ORDERED THAT:**

- 9 1. The Motion is granted.
- 10 2. The automatic stay is lifted to the extent necessary to permit Calpine to (a) seek leave
11 from the applicable Circuit Court to intervene in any appeal of the FERC Orders, (b)
12 to the extent permitted by the applicable Circuit Court, participate in and prosecute to
13 conclusion any appeal of the FERC Orders; (c) seek or oppose any request for
14 rehearing, rehearing en banc, petition for writ of certiorari in connection with any
15 appeal of the FERC Orders; (d) participate in the briefing and argument relating to any
16 and all the foregoing; and (e) participate in any proceedings on remand of the FERC
17 Orders.
- 18 3. The automatic stay is lifted to the extent necessary to permit all courts and
19 administrative agencies with jurisdiction over any appeal or remand of the FERC
20 Orders to enter final orders relating thereto.
- 21 4. The 14-day stay under Bankruptcy Rule 4001(a)(3) is hereby waived and this Order
22 shall take effect immediately upon entry.
- 23 5. This Court shall retain exclusive jurisdiction with respect to all matters arising from or
24 related to the implementation, interpretation, and enforcement of this Order.

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**** END OF ORDER ****